

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting ('AGM') of the Members of SKIL Infrastructure Limited ('Company') will be held on Friday, December 30, 2022 at 14:30 hours at 20 Downtown Conference Hall, 2nd Floor, South-West Wing, Cambata Building, 42, M. Karve Road, Churchgate, Mumbai- 400020 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements (Including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nikhil Gandhi (DIN: 00030560), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors of the Company and fix their remuneration.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

“Resolved That, pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. GPS & Associates, Chartered Accountants (Firm Registration No. 121344W), be and are hereby appointed as Statutory Auditors of the Company in place of retiring Statutory Auditors, M/s. Kailash Chand Jain & Co., Chartered Accountant (bearing registration No.112318W) to hold office for a term of 3 (Three) years from the conclusion of this 39th Annual General Meeting until the conclusion of the 42nd Annual General Meeting to be held in the calendar year 2025 at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Resolved Further That the Board and/or Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. Appointment of Mr. Rakesh Bajaj (DIN: 02894631) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**

“Resolved That pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and other applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Regulations') as amended from time to time, Mr. Rakesh Bajaj (DIN: 02894631) who was appointed as an Additional Independent Director w.e.f February 14, 2022 and whose appointment has been approved by the Board of Directors pursuant to the recommendation of the Nomination and Remuneration Committee and holds office until the Annual General Meeting ('AGM') and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Regulations and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from February 14, 2022 and expiring on February 13, 2027.”

Resolved Further That the Board and/or Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

5. Appointment of Ms. Priyanka Gandhi (DIN: 07428192) as a Director of the Company

To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution**

“Resolved That pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Act, Ms. Priyanka Gandhi (DIN: 07428192), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f May 30, 2022, and whose term of office expires at the ensuing Annual General Meeting, be and is hereby appointed as Director, Non Independent (Non-executive) of the Company whose period of office will be liable to determination by retirement of directors by rotation.

Resolved Further That the Board and/or Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

6. Re-Appointment of Mr. Rakesh Mohan (DIN: 07352915) as an Independent Director

To consider and if thought fit, to pass the following resolution as a **Special Resolution**

“Resolved That pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Regulations') as amended from time to time, Mr. Rakesh Mohan (DIN: 07352915) who was re-appointed as an Independent Director w.e.f November 14, 2022 and whose appointment has been approved by the Board of Directors pursuant to the recommendation of the Nomination and Remuneration Committee and who is eligible for re-appointment and meets the criteria of Independence as provided in the Act along with the Rules framed thereunder and the SEBI Regulations and has

submitted a declaration to the effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from November 14, 2022 and expiring on November 13, 2027.”

Resolved Further That the Board and/or Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

7. Material Related Party Transaction(s) between the Company and SKIL Advanced Systems Pvt. Ltd., a subsidiary company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and SKIL Advanced Systems Private Limited (‘SKAD’), a subsidiary of the Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as may be mutually agreed between the Company and SKAD, for an aggregate value not exceeding Rs. 10,00,00,000 (Rs. Ten crore) during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Key Managerial Personnel of the Company without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

8. Material Related Party Transaction(s) between the Company and SKIL Shipyard Holdings Pvt. Ltd., a subsidiary company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and SKIL Shipyard Holdings Private Limited (‘SSHPL’), a subsidiary of the Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as may be mutually agreed between the Company and SSHPL, for an aggregate value not exceeding Rs. 51,00,00,000 (Rs. Fifty one crore) during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Key

Managerial Personnel of the Company without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

9. Material Related Party Transaction(s) between the Company and Gujarat Dwarka Port West Ltd., a subsidiary company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Gujarat Dwarka Port West Limited (‘GDPWL’), a subsidiary of the Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as may be mutually agreed between the Company and GDPWL, for an aggregate value not exceeding Rs. 100,00,00,000 (Rs. One hundred crore) during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Key Managerial Personnel of the Company without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

10. Material Related Party Transaction(s) between the Company and Chiplun FTWZ Pvt Ltd., a subsidiary company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Chiplun FTWZ Pvt Ltd. (‘Chiplun’), a subsidiary of the Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as may be mutually agreed between the Company and Chiplun, for an aggregate value not exceeding Rs. 10,00,00,000 (Rs. Ten crore) during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Key Managerial Personnel of the Company without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

11. Material Related Party Transaction(s) between the Company and Metropolitan Industries, one of the promoters of the Company To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Metropolitan Industries, one of the promoters of the Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as may be mutually agreed between the Company and Metropolitan Industries, for an aggregate value not exceeding Rs. 5,00,00,000 (Rs. five crore) during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Key Managerial Personnel of the Company without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

12. Reclassification of Promoters of the Company as Public Shareholders.

To consider and approve, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of the Regulation 31A and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘Listing Regulations’) and any other applicable laws, and subject to the approvals of the Stock Exchanges where the equity shares of the Company are listed (‘Stock Exchanges’), and/or such other approval, if any, as may be required in this regard, consent of the members of the Company be and is hereby accorded to reclassify Grevek Investment & Finance Pvt. Ltd. (‘Grevek’), which as on September 30, 2022 holds 4,26,500 fully paid-up equity shares of Rs. 10/- each in the capital of the Company representing 0.20% voting rights in the Company from ‘Promoter Category’ to ‘Public Category’, in view off the fact that Grevek neither has any representation on the Board of Directors of the Company nor enjoys any Special Information Rights or Veto rights or voting rights by virtue of any agreement, including shareholders’ agreement which may enables it to control the affairs of the Company and that Grevek has requested to the Company to re-classify it from ‘Promoter Category’ to ‘Public Category’ of shareholders of the Company.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

Registered Office

SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai - 400 023

Tel: +91-22-66199000, Fax: +91-22-22696023

CIN: L36911MH1983PLC178299

Website: www.skilgroup.co.in

E-mail: contact@skilgroup.co.in

Place: Mumbai

Date: December 03, 2022

By Order of the Board of Directors

For **SKIL Infrastructure Limited**

Nilesh Mehta

Company Secretary

NOTES:

1. The explanatory statement pursuant to section 102 of the Companies Act, 2013 ('Act'), relating to special business set out at Item Nos. 3 to 12 of this Notice is annexed as Annexure I. The relevant details, as required under Regulation 2(4) and 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations') and Secretarial Standards on General Meeting ('SS-2') issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment/fixing of remuneration is annexed as Annexure II.
2. **PROXIES**
 - a. **A member entitled to attend and vote at the Annual General Meeting ('AGM') is entitled to appoint one or more proxy(ies) to attend and vote instead of himself/herself and the proxy(ies) so appointed need not be a member of the company. Proxy(ies) in order to be effective, must be received at the company's registered office not less than 48 hours before the commencement of the meeting. Only duly completed, signed and stamped proxy will be considered valid. A proxy form is attached herewith.**
 - b. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case of a Member who is holding more than ten percent of the total share capital of the Company carrying voting rights, he/she may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a company, society, partnership firm, etc., it shall be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization. The Proxy-holder shall prove his identity at the time of attending the Meeting.
 - c. Every member shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the AGM and ending with conclusion of the AGM, to inspect at the Registered Office of the Company the proxies lodged, at any time between 0900 hours and 1800 hours, in terms of SS-2, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members/ Proxies/ Representatives are requested to bring their copies of the Annual Reports along with their duly filled in Attendance Slips attached herewith for attending the AGM.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, December 24, 2022 to Friday, December 30, 2022 both days inclusive, for the purpose of the AGM of the Company.
7. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements, maintained under Section 170 and Section 189 of the Act respectively will be available for inspection by the Members at the AGM. Members seeking to inspect such documents can send an email to company.secretary@skilgroup.co.in.
8. Members desirous of obtaining any information concerning the Financial Statements of the Company are requested to write their queries to the Company at least seven working days in advance of the AGM so that the information required can be made readily available at the AGM.
9. The Members are requested to approach the Company for consolidation of folios, if shareholdings are under multiple folios. Members are requested to quote the Ledger Folio or Client ID and DP ID Numbers in all communications with the Company/ RTA.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with Company's Registrar and Share Transfer Agent at rnt.helpdesk@linkintime.co.in so that they can receive the Annual Report and other communication from the Company in electronic form. For any such communication, the Members may also send requests to the Company's investor email id: contact@skilgroup.co.in.
11. Copies of the Annual Report for FY 2021-22 including therein the Notice of the 39th AGM, which, inter alia, indicates the process and manner of e-voting; Attendance Slip and Proxy Forms are being sent in electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) ('DPs') for communication purposes and who have not registered their email addresses physical copies are being sent to them in permitted mode. The Annual Report are being sent to the Members, as ibid, whose names shall appear in the Register of Members or in case of shares held in electronic form, who were the beneficial owners as on Friday, December 02, 2022. However, if such a person is not a Member on the cut-off date of Friday, December 23, 2022, such person shall not be eligible to vote via remote e-voting or at AGM and may treat this Notice for information purpose only. Members may also note that the Annual Report of the Company is available for download from the website of the Company at www.skilgroup.co.in.
12. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company between 1100 hours to 1300 hours on all working days, except Saturdays, up to the date of the AGM. Copies thereof shall also be made available for inspection at the Meeting.

13. In compliance with provisions of Section 108 of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SS-2 and Regulation 44 of SEBI Regulations, the Company is pleased to provide e-voting facility to all Members of the Company to enable them to cast their votes electronically on the items/ resolutions mentioned in this Notice. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL'). The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form.
15. In line with the Ministry of Corporate Affairs ('MCA') Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.skilgroup.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India at www.nseindia.com and the same is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
16. To facilitate other shareholders whose email id are not registered, to receive this notice electronically and cast their vote electronically, special arrangement has been made with its RTA for registration of email addresses in terms of the General Circular No. 17/2020 & 20/2020 issued by MCA dated April 13, 2020 & May 05, 2020 respectively. The process for registration of email addresses is as under: Pursuant to the aforesaid Circular issued by MCS, shareholders who have not registered their email address may contact Company's RTA, Linkintime India Private Limited at rnt.helpdesk@linkintime.co.in and also to Company at contact@skilgroup.co.in.
17. SEBI vide its notification dated 24 January 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA i.e Link Intime India Private Limited, for assistance in this regard.
18. Members should notify the changes in their address immediately to the RTA of the Company/Depository Participants (DP) as the case may be. Members who are holding shares in Dematerialised form (Demat) are requested to keep their Bank Account details including IFSC and/or MICR updated with their respective DPs (Depository Participant) and those members who are holding shares in physical form, by sending a request to the Registrar and Transfer Agent by quoting their Folio No, PAN along with cancelled cheque or other acceptable Bank Account proof.

The instructions for remote e-voting are detailed hereunder:-

- (i) The voting period begins on Tuesday, December 27, 2022 at 0900 hours and ends on Thursday, December 29, 2022 at 1700 hours. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, December 23, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members
- (iv) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

PAN	<p>For Members holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN: 221205006) of SKIL Infrastructure Limited.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Members & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. You may also contact Email id: helpdesk.evoting@cdslindia.com , Phone number: 1800225533
- In case if a person acquires shares and becomes Member of the Company after dispatch of this Notice/Annual Report, they shall follow the procedure stated therein or may obtain the User ID and Password/Sequence Number by sending a request to RTA at rnt.helpdesk@linkintime.co.in
- In case, if the Members have any queries pertaining to the sequence number for e-voting, they may contact the RTA for the same.
- The voting rights of the Members shall be in the proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. Friday, December 23, 2022
- The Company has appointed M/s. Jaisal Mohatta & Associates (Membership No. ACS 35017), Practicing Company Secretary, Mumbai, as Scrutinizer, to scrutinize the remote e-voting process and ballot process at AGM in a fair and transparent manner.

The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.skilgroup.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE and BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:-

ITEM NO.3

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), however, the same is strictly not required as per Section 102 of the Companies Act, 2013 ('Act'). M/s. Kailash Chand Jain & Co. Chartered Accountants have been appointed as Statutory Auditors of the Company at the Annual General Meeting ('AGM') held on September 28, 2018. Pursuant to the provisions of Section 139(2) of the Act, read with applicable Rules framed thereunder, the term of present Statutory Auditors expires at the conclusion of the 39th AGM. The Board of Directors places on record their appreciation for the services rendered by M/s. Kailash Chand Jain & Co. Chartered Accountants.

Accordingly, the Board of Directors based on recommendation of the Audit Committee proposed appointment of M/s. GPS & Associates, Chartered Accountants (Firm Registration No. 121344W) as Statutory Auditors of the Company in place of M/s. Kailash Chand Jain & Co. Chartered Accountants. M/s. GPS & Associates, Chartered Accountants (Firm Registration No. 121344W), Chartered Accountants have vide their letter dated 1st December 2022, informed the Company that their appointment, if made, shall be in compliance with the provisions of Section 139, 141 and 144 of the Act and Companies (Audit and Auditors) Rules, 2014.

The Board recommends the appointment of M/s. GPS & Associates, Chartered Accountants (Firm Registration No. 121344W) as Statutory Auditors of the Company for a term of Three (3) years to hold the office from the conclusion of the 39th AGM till the conclusion of 42nd AGM to be held in the calendar year 2025.

Details as required under Regulation 36(5) of the SEBI Listing Regulations are as under:

- Terms of appointment:
Three (3) years from the conclusion of the 39th AGM till the conclusion of 42nd AGM to be held in the calendar year 2025.
- Proposed statutory audit fee payable to auditors and material change in fee payable
The remuneration payable to the statutory auditors for the remaining tenure of the proposed appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee. Apart from annual fees in line with industrial practice there are no material changes in the fee payable to new Statutory Auditors from that paid to the outgoing Statutory Auditors.
- Basis of recommendation and auditor's credentials:

The recommendations are based on the fulfilment of the eligibility criteria prescribed under the Companies Act, 2013. M/s. GPS & Associates, Chartered Accountants (Firm Registration No. 121344W) ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI"). The Audit Firm came in to beginning of 1977 and since then, has expanded to cover a wide array of services. It has registered office in Mumbai. It is primarily engaged in providing audit and assurance services to its clients and has valid Peer Review Certificate.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval of the Members.

ITEM NO. 4

The Board of Directors based on the recommendation of Nomination and Remuneration Committee appointed Mr. Rakesh Bajaj as Additional Independent Director of the Company not liable to retire by rotation w.e.f February 14, 2022 for a period of five years pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and other applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Regulations').

Mr. Rakesh Bajaj has given his declaration to the Board that he meets the criteria of independent Director as provided under Section 149(6) of the Act, is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a director.

In the opinion of the Board, Mr. Rakesh Bajaj is a person of integrity, possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Rakesh Bajaj on the Board of the Company and accordingly the Board recommends the appointment of Mr. Rakesh Bajaj as an Independent Director as proposed in the resolution set out at Item No. 4 for approval by the Members.

The Directors recommend the passing of the Resolution as Special Resolution under Item No. 4 of the accompanying Notice for the approval of the Members of the Company. Brief Profile of Mr. Rakesh Bajaj is attached herewith as an Annexure No. II to the Notice. None of the directors, Key Managerial Personnel apart from Mr. Rakesh Bajaj and their relatives are concerned or interested in the passing of the aforesaid resolution.

ITEM NO. 5

Ms. Priyanka Gandhi was appointed as an Additional Director of the Company w.e.f. May 30, 2022 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors), Rules, 2014 and the Articles of Association of the Company and who shall hold the office up to the date of ensuing Annual General Meeting of the Company.

Ms. Priyanka Gandhi is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given her consent to act as Director. Her brief resume and other particulars have been given in the exhibit to this Notice. The approval of the members is sought for appointment of Ms. Priyanka Gandhi as the Director of the Company.

The Board of Director recommends the Ordinary Resolution for appointment of Ms. Priyanka Gandhi as Director of the Company. The brief profile of Ms. Priyanka Gandhi set out in item no. 5 for approval of the members of the Company.

Brief Profile of Ms. Priyanka Gandhi is attached herewith as an Annexure No. II to the Notice. None of the directors, Key Managerial Personnel apart from Ms. Priyanka Gandhi, Mr. Nikhil Gandhi and Mr. Bhavesh Gandhi and their relatives are concerned or interested in the passing of the aforesaid resolution.

ITEM NO. 6

Pursuant to the provisions of the Companies Act, 2013 ('Act') read with the relevant rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Regulations'), an Independent Director can hold office for a term of up to 5 consecutive years on the Board of the Company, but is eligible for re-appointment for another term of up to 5 years on 6 passing of special resolution by the company, based on the report of performance evaluation. Thus, an Independent Director cannot hold office for more than two consecutive terms of up to 5 years.

Mr. Rakesh Mohan was appointed as Independent Directors on the Board of the Company vide resolutions passed at the 35th Annual General Meeting ('AGM') held on September 28, 2018, for a term of 5 Consecutive years. He was eligible to be re-appointed as Independent Directors for another term of up to 5 consecutive years. In accordance with the aforesaid and recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at their meeting held on November 11, 2022, subject to the approval of members at the 39th AGM.

Mr. Rakesh Mohan has been re-appointed as Independent Directors. The Board of Directors based on the performance evaluation and recommendation of NRC, consider that the knowledge, experience and continued valuable guidance to the Management will be beneficial to the Company and seek approval of the members for re-appointment of Mr. Rakesh Mohan as an Independent Directors for the second term of five consecutive years commencing from November 14, 2022.

In the opinion of the Board, Mr. Rakesh Mohan fulfills the conditions specified in the Act, the rules framed thereunder and SEBI Regulations for re-appointment as an Independent Directors and that he is Independent of the Management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Directors, not liable to retire by rotation. The Company has received the declaration from Mr. Rakesh Mohan that he is not disqualified to be re-appointed as Independent Director under the Act and SEBI Regulations. He is also given his consent for re-appointment as an Independent Directors of the Company. The re-appointment of Mr. Rakesh Mohan is subject to the approval by the Members at the ensuing AGM by way of a Special Resolution.

Brief profile of Mr. Rakesh Mohan and additional details has been included in Annexure II to this notice. A Copy of draft appointment letter as Independent Director will be available for inspection at the registered office of the Company during normal business hours on all the working days.

The Board of Director recommends the Special Resolution for re-appointment of Mr. Rakesh Mohan as set out in Item No. 6 for approval of the members of the Company. Except for Mr. Rakesh Mohan, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in their respective resolution.

ITEM NO. 7

Details of the proposed material RPTs between the Company and SKIL Advanced Systems Pvt. Ltd. ('SKAD'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sl. No	Description	Description Details of proposed RPTs between the Company and SKIL Advanced Systems Pvt. Ltd.
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	SKIL Advanced Systems Pvt. Ltd. – Subsidiary of the Company
b.	Type, material terms, monetary value and particulars of the proposed RPTs	Repayment of Advance Short term, unsecured advance Not exceeding Rs. 10.00 Crores Advance was provided to support business of the subsidiary in the larger interest of the Company which is now refunded by the subsidiary.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Due to challenging business environment, the consolidated turnover of the Company for FY 2021-22 is NIL. As such percentage of the Company's annual consolidated turnover represented by the value of the proposed RPTs would provide misleading information.
2.	Justification for the proposed RPTs	Repayment of advances by SKIL Advanced Systems Pvt Ltd. to SKIL Infrastructure Limited.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	Not Applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable. The Company has received back its own funds which will be utilized for the business of the Company.
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism would be as per Arm's Length criteria based on the average cost of funds of the lending group company or alternative pricing method of relevant financial services. In case of reimbursements, the same would be on the basis actual costs incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr. Shekhar Gandhi is Director in SKIL Advanced Systems Pvt Ltd and CFO of SKIL Infrastructure Ltd.
6.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

ITEM NO. 8

Details of the proposed RPTs between the Company and SKIL Shipyard Holdings Pvt Ltd. ('SSHPL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sl. No	Description	Description Details of proposed RPTs between the Company and SKIL Shipyard Holdings Pvt Ltd.
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	SKIL Shipyard Holdings Pvt. Ltd. (SSHPL) is a – subsidiary of the Company
b.	Type, material terms, monetary value and particulars of the proposed RPTs	Advance Short term, unsecured advance Not exceeding Rs. 51.00 Crores Advance provided to support business of the subsidiary in the larger interest of the Company. This financial support to the subsidiary will in turn contribute towards group synergy and sustainability in the long run for both the entities.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Due to challenging business environment, the consolidated turnover of the Company for FY 2021-22 is NIL. As such percentage of the Company's annual consolidated turnover represented by the value of the proposed RPTs would provide misleading information.
2.	Justification for the proposed RPTs	Towards support for business of the subsidiary.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction	Funds raised from other subsidiaries of the Company.
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	Not Applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	For business of SSHPL, subsidiary of the Company
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism would be as per Arm's Length criteria based on the average cost of funds of the lending group company or alternative pricing method of relevant financial services. In case of reimbursements, the same would be on the basis actual costs incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr. Bhavesh Gandhi is a Director in SSHPL and also WTD/VC in SKIL Infrastructure Ltd. Mr. Shekhar Gandhi is a Director in SSHPL and CFO in SKIL Infrastructure Ltd.
6.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

ITEM NO. 9

Details of the proposed RPTs between the Company and Gujarat Dwarka Port West Ltd. ('GDPL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sl. No	Description	Description Details of proposed RPTs between the Company and Gujarat Dwarka Port West Ltd.
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Gujarat Dwarka Port West Ltd. (GDPL) – Subsidiary
b.	Type, material terms, monetary value and particulars of the proposed RPTs	Advance Short term, unsecured advance Not exceeding Rs. 100.00 Crores Advance provided to support business of the subsidiary in the larger interest of the Company. This financial support to the subsidiary will in turn contribute towards group synergy and sustainability in the long run for both the entities.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Due to challenging business environment, the consolidated turnover of the Company for FY 2021-22 is NIL. As such percentage of the Company's annual consolidated turnover represented by the value of the proposed RPTs would provide misleading information.
2.	Justification for the proposed RPTs	Towards repayment of GDPL's liabilities
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction	From other subsidiaries of the Company
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	Not Applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Towards repayment of GDPL's liabilities
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism would be as per Arm's Length criteria based on the average cost of funds of the lending group company or alternative pricing method of relevant financial services. In case of reimbursements, the same would be on the basis actual costs incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr. V. Ramanan and Mr. Rakesh Mohan are independent Directors in both Companies, i.e, GDPL & SKIL Infrastructure Limited. Mr. Shekhar Gandhi is a Director in GDPL and CFO in SKIL Infrastructure Ltd.
6.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

ITEM NO. 10

Details of the proposed RPTs between the Company and Chiplun FTWZ Pvt Ltd. ('Chiplun'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sl. No	Description	Description Details of proposed RPTs between the Company and Chiplun FTWZ Pvt. Ltd
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Chiplun FTWZ Pvt Ltd., a subsidiary of the Company
b.	Type, material terms, monetary value and particulars of the proposed RPTs	Advance Short term, unsecured advance Not exceeding Rs. 10.00 Crores Advance provided to support business of the subsidiary in the larger interest of the Company. This financial support to the subsidiary will in turn contribute towards group synergy and sustainability in the long run for both the entities.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Due to challenging business environment, the consolidated turnover of the Company for FY 2021-22 is NIL. As such percentage of the Company's annual consolidated turnover represented by the value of the proposed RPTs would provide misleading information.
2.	Justification for the proposed RPTs	Towards repayment of dues by SKIL Infrastructure Limited to Chiplun FTWZ Pvt Ltd.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction	From SKIL's subsidiaries
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	Not Applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Towards payment of Chiplun FTWZ's liabilities.
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism would be as per Arm's Length criteria based on the average cost of funds of the lending group company or alternative pricing method of relevant financial services. In case of reimbursements, the same would be on the basis actual costs incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr. Shekhar Gandhi is a Director in Chiplun FTWZ Pvt. Ltd. and CFO in SKIL Infrastructure Ltd.
6.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

ITEM NO. 11

Details of the proposed RPTs between the Company and Metropolitan Industries ('Metropolitan'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sl. No	Description	Description Details of proposed RPTs between the Company and Metropolitan Industries
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Metropolitan Industries – Promoter
b.	Type, material terms, monetary value and particulars of the proposed RPTs	Advance Short term, unsecured advance Not exceeding Rs. 5.00 Crores Advance provided to support business of the subsidiary in the larger interest of the Company. This financial support to the subsidiary will in turn contribute towards group synergy and sustainability in the long run for both the entities.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Due to challenging business environment, the consolidated turnover of the Company for FY 2021-22 is NIL. As such percentage of the Company's annual consolidated turnover represented by the value of the proposed RPTs would provide misleading information.
2.	Justification for the proposed RPTs	Towards repayment of SKIL Infrastructure Limited's Dues to Metropolitan Industries
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction	From SKIL's subsidiaries
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	Not Applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To service the obligations of Metropolitan Industries
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism would be as per Arm's Length criteria based on the average cost of funds of the lending group company or alternative pricing method of relevant financial services. In case of reimbursements, the same would be on the basis actual costs incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr. Nikhil Gandhi & Mr. Bhavesh Gandhi, Director's in SKIL Infrastructure Limited are partners in Metropolitan Industries
6.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

ITEM NO. 12

The Company had received a letter from Grevek Investment & Finance Pvt. Ltd. ("Grevek") presently forming part of promoters of the Company requesting to be reclassified from the Category of "Promoters/Promoters Group" to "Public Category". Grevek is holding very insignificant shareholding in the Company which constitutes 0.20% of the total paid up capital of the Company. Grevek does not exercise any control over the Company and is not engaged in the management of the Company. Grevek does not have representation on the Board of the Company. The Company has not entered into any Shareholders Agreement with Grevek. Further, Grevek does not have any veto Rights as to voting power or control of the Company or any Special Information Rights. Grevek has requested the Company to reclassify it from being part of the "Promoter Category" to "Public Category" of Shareholder of the Company. The Board at its meeting consented to Grevek's request for reclassification from the "Promoter Category" to "Public Category" subject to the approval of the members and the stock exchanges.

The Board recommends the Special Resolution as set out in Item No. 12 of the Notice for approval of the Members.

EXHIBIT TO NOTICE

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges and SS-2, following information is furnished in respect of Director proposed to be appointed/ re-appointed:

Annexure II

Name of the Director	:	Mr. Nikhil Gandhi (DIN: 00030560)
Designation	:	Chairman
Date of Birth	:	April 25, 1959
Age	:	63 years
Nationality	:	Indian
Qualification	:	B.com
Date of First Appointment on the Board	:	April 15, 2006
Experience/ Brief Profile	:	A first-generation entrepreneur, Mr. Nikhil Gandhi has led the Company in undertaking various projects of national importance, several such projects being first-of-its-kind in aspects such as bringing private sector initiative into hitherto public domain. He has over 35 years of experience in conceiving and developing infrastructure projects across India
Terms and Conditions of appointment/re-appointment	:	Appointed as a Director liable to retire by rotation
Number of Board Meetings attended during the financial year 2021-22	:	1
Remuneration	:	Nil
Memberships/ Chairmanships of committees (includes only Audit Committee/ Investor Grievances Committee/ Stakeholder's Relationship Committee) of other public Companies as on March 31, 2022	:	
a) Audit Committee		Nil
b) Stakeholders Relationship Committee		Nil
Directorships held in other companies as on March 31, 2022	:	1. Urban Infrastructure Holdings Private Limited 2. Orange Smart City Infrastructure Private Limited
Number of shares held in the Company as on March 31, 2022	:	Individually holds 1177757 Equity Shares
Inter-se relationship with other Directors and KMPs	:	Brother of Mr. Bhavesh Gandhi and Father of Ms. Priyanka Gandhi

Name of the Director	:	Mr. Rakesh Bajaj (DIN: 02894631)
Designation	:	Independent Director
Date of Birth	:	June 15, 1953
Age	:	69 years
Nationality	:	Indian
Qualification	:	MBA
Date of First Appointment on the Board	:	February 14, 2022
Experience/ Brief Profile	:	He possesses B.E. in Electronics & Telecommunication from REC, Trichy, M.tech in Radar & Communications from IIT, Delhi and MBA with HR as specialization from IGNOU. Also, he was with the Indian Navy for over 3 decades.
Terms and Conditions of appointment/re-appointment	:	As per resolution at Item No. 4 of the Notice
Number of Board Meetings attended during the financial year 2021-22	:	1
Remuneration	:	Nil
Memberships/ Chairmanships of committees (includes only Audit Committee/ Investor Grievances Committee/ Stakeholder's Relationship Committee) of other public Companies as on March 31, 2022	:	

a) Audit Committee	:	Nil
b) Stakeholders Relationship Committee	:	Nil
Directorships held in other companies as on March 31, 2022	:	1. SKIL Infrastructure Limited 2. KLG Capital Services Limited 3. Karanja Terminal & Logistics Private Limited 4. Imicl Dighi Maritime Limited 5. Porto Novo Maritime Limited
Number of shares held in the Company as on March 31, 2022	:	Nil
Inter-se relationship with other Directors and KMPs	:	None

Name of the Director	:	Ms. Priyanka Nikhil Gandhi (DIN: 07428192)
Designation	:	Director
Date of Birth	:	April 10, 1990
Age	:	32 years
Nationality	:	Indian
Qualification	:	BBA
Date of First Appointment on the Board	:	May 30, 2022
Experience/ Brief Profile	:	She possesses International Baccalaureate from the American School of Bombay and BBA from the American University in Dubai. Also, she has experience in development of logistics and Infrastructure Projects.
Terms and Conditions of appointment/re-appointment	:	As per resolution at Item No. 5 of the Notice
Number of Board Meetings attended during the financial year 2021-22	:	Nil
Remuneration	:	Nil
Memberships/ Chairmanships of committees (includes only Audit Committee/ Investor Grievances Committee/ Stakeholder's Relationship Committee) of other public Companies as on March 31, 2022	:	
a) Audit Committee	:	Nil
b) Stakeholders Relationship Committee	:	Nil
Directorships held in other companies as on March 31, 2022	:	1. KLG Capital Services Limited 2. Adel Agro Private Limited 3. Adel Infrastructure Private Limited 4. Sakura Infrastructure Limited 5. South City Orchard Limited 6. DaloyRealtech Private Limited 7. Charanamrut Properties Private Limited 8. Dua Foundation
Number of shares held in the Company as on March 31, 2022	:	Nil
Inter-se relationship with other Directors and KMPs	:	Daughter of Mr. Nikhil Gandhi

Name of the Director	:	Mr. Rakesh Mohan (DIN: (07352915)
Designation	:	Independent Director
Date of Birth	:	January 02, 1952
Age	:	70 years
Nationality	:	Indian
Qualification	:	Masters in Science
Date of First Appointment on the Board	:	November 14, 2107

Experience/ Brief Profile	:	Mr. Rakesh Mohan is a retired senior bureaucrat. He joined the Indian Administrative service in the year 1978. He has completed B.Sc. (Honors) and M.Sc. in Physics from Delhi University. He also did MS Electrical Engineering from Ohio State University in USA. He also did MS in Social Policy & Planning in Developing Countries from School of Economics at London. He has held important positions in his long professional career to name few ; Secretary to the Governor, Arunachal Pradesh, Principal Secretary in Public works Department in Delhi, worked in the Ministry of Energy (Department of Power) and Ministry of Commerce, Joint Secretary in the Ministry of Information and Broadcasting and also a Principal Secretary (Education), Government of Delhi.
Terms and Conditions of appointment/re-appointment	:	As per resolution at Item No. 6 of the Notice
Number of Board Meetings attended during the financial year 2021-22	:	4
Remuneration	:	Nil
Memberships/ Chairmanships of committees (includes only Audit Committee/ Investor Grievances Committee/ Stakeholder's Relationship Committee) of other public Companies as on March 31, 2022	:	
a) Audit Committee		1. AKG Exim Limited
b) Stakeholders Relationship Committee		1. Sunil Healthcare Limited 2. AKG Exim Limited
Directorships held in other companies as on March 31, 2022	:	1. Akg Exim Limited 2. Sunil Healthcare Limited 3. Gujarat-Dwarka Portwest Limited 4. Navi Mumbai Sez Private Limited 5. Orange Smart City Limited 6. Orange Growth Centre Infra-Projectslimited 7. Verona Capital Limited 8. Navi Mumbai Smart City Infrastructurelimited
Number of shares held in the Company as on March 31, 2022	:	Nil
Inter-se relationship with other Directors and KMPs	:	None

Route Map for Venue of the 39th Annual General Meeting

Address: 20 Downtown Conference Hall, 2nd Floor, South-West Wing, Cambata Building, 42,
M. Karve Road, Churchgate, Mumbai- 400020.

